

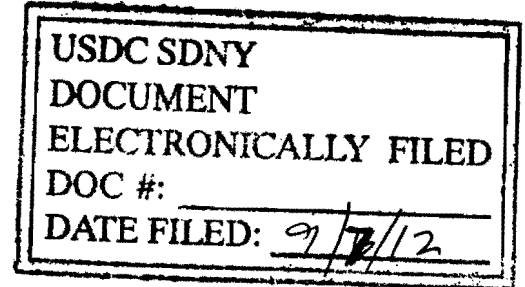
Exhibit P

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE CITIGROUP INC.
SECURITIES LITIGATION

No. 07 Civ. 9901 (SHS)

ECF CASE



**PROPOSED ORDER AMENDING THE ORDER PRELIMINARILY APPROVING
PROPOSED SETTLEMENT AND PROVIDING FOR NOTICE**

WHEREAS, on August 29, 2012, the Court entered an order preliminarily approving the proposed settlement and providing for Notice (the "August 29, 2012 Order");

WHEREAS, on August 30, 2012, the Court directed the parties to amend certain dates contained in the Notice and the Summary Notice;

WHEREAS, the parties have requested that certain dates contained in the August 29, 2012 Order and its exhibits be amended; and

WHEREAS, unless otherwise defined herein, all capitalized words contained herein shall have the same meanings as they have in the Stipulation and Agreement of Settlement dated August 28, 2012;

NOW THEREFORE, IT IS HEREBY ORDERED:

1. All provisions set forth in the August 29, 2012 Order remain in full force and effect except for certain dates, which are amended as set forth below:

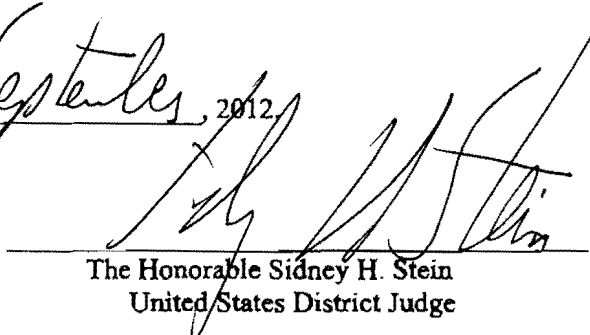
a. **Exclusion From the Settlement Class** – The Class Notice shall provide that any member of the Settlement Class who wishes to exclude himself, herself or itself from the Settlement Class must request exclusion in writing so that it is received no later than December 6, 2012 and in the manner set forth in ¶13 of the August 29, 2012 Order.

b. **Supporting Papers** – Lead Class Counsel shall file and serve papers in support of the proposed Settlement, the Plan of Allocation and Lead Class Counsel’s motion for an award of attorneys’ fees and reimbursement of Litigation Expenses no later than December 7, 2012; and reply papers to objections, if any, shall be filed and served no later than January 4, 2013.

c. **Appearance and Objections at Settlement Hearing** – Any Settlement Class Member who does not request exclusion from the Settlement Class may enter an appearance in the Action, by filing with the Clerk of Court and delivering a notice of appearance to Lead Class Counsel and Citigroup Defendants’ counsel, in the manner described in ¶17 of the August 29, 2012 Order, so that it is received no later than December 21, 2012, or as the Court may otherwise direct.

d. Any Settlement Class Member who does not submit a valid and timely request for exclusion from the Settlement Class may file written objections as provided in ¶18 of the August 29, 2012 Order by filing such written objections with the Court and serving copies of such objections on Lead Class Counsel and Defendants’ counsel at the addresses set forth in ¶18 of the August 29, 2012 Order so that they are received no later than December 21, 2012.

SO ORDERED this 6 day of September, 2012.


The Honorable Sidney H. Stein
United States District Judge